Uı	I in this information to identify the chited States Bankruptcy Court for the: District of Court for the:	Delaware	
	ase number (i known).	onaper <u>TT</u>	☐ Check if this is an amended filing
/(for Non-Individuals Fili	
		rate sheet to this form. On the top of any additional on, a separate document, <i>Instructions for Bankrup</i> i	
1.	Debtor's name	Tritek International Inc.	
2.	All other names debtor used in the last 8 years		
	Include any assumed names, trade names, and doing business as names		
3.	Debtor's federal Employer Identification Number (EIN)	98-0487919	
4.	Debtor's address	Principal place of business	Mailing address, if different from principal place of business
		5 Fabas Street, Box 100 Number Street	Number Street
		La Broquerie, MB ROA 0W0	P.O. Box
		City State ZIP Code	City State ZIP Code
			Location of principal assets, if different from principal place of business
		County	Number Street
			Number Street

Debt	tor Tritek Internationa	Al Inc. Case number (if known)				
6.	Type of debtor	☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) ☐ Partnership (excluding LLP) ☐ Other. Specify:				
7.	Describe debtor's business	A. Check one: Health Care Business (as defined in 11 U.S.C. § 101(27A)) Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) Railroad (as defined in 11 U.S.C. § 101(44)) Stockbroker (as defined in 11 U.S.C. § 101(53A)) Commodity Broker (as defined in 11 U.S.C. § 101(6)) Clearing Bank (as defined in 11 U.S.C. § 781(3)) None of the above				
		 B. Check all that apply: ☐ Tax-exempt entity (as described in 26 U.S.C. § 501) ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11)) 				
		C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes . 5 6 1 9				
8.	Under which chapter of the Bankruptcy Code is the debtor filing?	Check one: Chapter 7 Chapter 9				
	A debtor who is a "small business debtor" must check the first subbox. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.	 ☑ Chapter 11. Check all that apply: ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). ☐ A plan is being filed with this petition. ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing 				
		for Bankruptcy under Chapter 11 (Official Form 201A) with this form. The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2. Chapter 12				
		Chapter 12				

Case 23-10520-TMH Doc 1 Filed 04/27/23 Page 3 of 19

ebtor Tritek Internationa	al Inc.		Case number (if knowl	n)	
Were prior bankruptcy cases filed by or against the debtor within the last 8 years?	☑ No ☐ Yes. District	When	MM / DD / YYYY	Case number	
If more than 2 cases, attach a separate list.	District	When	MM / DD / YYYY	Case number	
10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?					
List all cases. If more than 1, attach a separate list.		per, if known			MM / DD /YYYY
11. Why is the case filed in <i>this</i> district?	immediately pred district.	its domicile, principal place of ceding the date of this petition use concerning debtor's affiliate	or for a longer pa	art of such 180	O days than in any other
12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?	Why does to ☐ It poses What is ☐ It needs ☐ It includ attention assets of	the property need immediates or is alleged to pose a threat to the hazard? so to be physically secured or pose perishable goods or assets on (for example, livestock, seasor other options).	of imminent and rotected from the sthat could quickle conal goods, mea	eck all that applidentifiable have weather. by deteriorate to dairy, produce the control of the	or lose value without
	Where is th	he property? Number City	Street		State ZIP Code
	☐ No☐ Yes. Ins	surance agency ontact name			
Statistical and admini	strative information	on .			

Debtor Tritek International Inc.		Case number (if known)				
13. Debtor's estimation of available funds		for distribution to unsecured creditors. expenses are paid, no funds will be ava	ailable for distribution to unsecured creditors.			
14. Estimated number of creditors	☑ 1-49 □ 50-99 □ 100-199 □ 200-999	☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000	☐ 25,001-50,000 ☐ 50,001-100,000 ☐ More than 100,000			
15. Estimated assets	♥ \$0-\$50,000 □ \$50,001-\$100,000 □ \$100,001-\$500,000 □ \$500,001-\$1 million	\$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion			
16. Estimated liabilities	☑ \$0-\$50,000 □ \$50,001-\$100,000 □ \$100,001-\$500,000 □ \$500,001-\$1 million	□ \$1,000,001-\$10 million □ \$10,000,001-\$50 million □ \$50,000,001-\$100 million □ \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion			
Request for Relief, De	claration, and Signatures	S				
		tatement in connection with a bankrupto				
17. Declaration and signature of authorized representative of debtor	The debtor requests rel petition.	lief in accordance with the chapter of titl	e 11, United States Code, specified in this			
	I have been authorized	to file this petition on behalf of the debt	or.			
	I have examined the information in this petition and have a reasonable belief that the information is true and correct.					
	I declare under penalty of perjury that the foregoing is true and correct. Executed on $\frac{04/27/2028}{MM / DD / YYYY}$					
	X //		nt Lazaruk			
	Signature of authorized rep		name			

Debtor Tritek Interna	ational Inc. Case	e number (if know	n)
18. Signature of attorney	★ /s/ Jeremy W. Ryan	Date	04/27/2023
	Signature of attorney for debtor		MM / DD / YYYY
	Jeremy W. Ryan		
	Potter Anderson & Corroon LLP		
	1313 North Market Street, 6th Flo	or	
	Wilmington City	<u>[</u> Stat	DE 19801 zIP Code
	(302) 984-6000 Contact phone	jr	yan@potteranderson.com
	4057 Bar number	Stat	<u>DE</u> _e

RIDER

Pending Bankruptcy Cases Filed by Debtor and Debtor's Affiliates

On the date hereof, each of the entities listed below (including the debtor in this chapter 11 case, collectively, "<u>Debtors</u>") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have moved for joint consideration of their cases with the lead case number assigned to the chapter 11 case of debtor Tritek International Inc.

- 1. Tritek International Inc.
- 2. HyLife Foods Windom, LLC
- 3. Canwin Farms, LLC

Fill in this information to identify the case:		
Debtor name: TRITEK INTERNATIONAL INC., et al.		
United States Bankruptcy Court for the: District of Delaware		
Case number (if known): 23		

Check if this	is	ar
amended	fili	ing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis

12/15

A list of creditors holding the 30 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	claim (for example, trade debts, bank loans, dar	Indicate if claim is contingent unliqui- dated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			professional services, and government contracts)		Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Centimark Corp. 12 Grandview Circle Canonsburg PA 15317	Chuck Blair chuck.blair@centimark.com	Accounts Payable	□ c □ u □ b			\$1,111,733.00
2	Westrock CP LLC 504 Thrasher Street Norcross GA 30071-1967	Shawn Rowland Shawn.rowland@westrock.com	Accounts Payable	□ c □ u □ b			\$971,427.68
3	Robert W. Carlstrom Co. Inc. 1901 Excel Dr Mankato MN 56001-6281	Keith Haff Tel: (507) 344-4931 keithh@rwcarlstrom.com	Accounts Payable	□ c □ u □ b			\$539,820.40
4	Amcor Flexibles North America Inc. 3 Parkway North Deerfield IL 60015	Jeffrey Dickerhoof Jeffrey.dickerhoof@amcor.com	Accounts Payable	□ c □ u □ b			\$476,769.67
5	Five Star Logistics And Distribution Services 1601 39th Street North Tampa FL 33605	info@fivestarlogistics.com	Accounts Payable	□ c □ u ☑ b			\$360,923.60
6	Master Electric 1301 Olympic Boulevard Santa Monica CA 90404	Joe Huotari joe.huotari@masterelectric.com	Accounts Payable	□ c □ u □ b			\$282,493.18

Debtor TRITEK INTERNATIONAL INC., et al.

Case number (if known) 23-____

	Name of creditor and complete mailing address, including zip code	plete mailing address, email address of creditor contact		Indicate if claim is contingent unliqui- dated, or	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			professional services, and government contracts)	disputed	Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7	Spring Hill Pallet Inc. 164 Seven Pines Cut-off Longview TX 75605	Brian Hofer brianhofer@springhillpallet.ca	Accounts Payable	□ c □ u □ b			\$246,136.80
8	Marel Inc. 8145 Flint Street Lenexa KS 66214	Allison Attaway Allison.Attaway@marel.com	Accounts Payable	□ c □ u □ b			\$225,194.36
9	Qvest LLC 205 SE 2nd St Guymon OK 73942	Ben Vega Tel: (877) 478-3780 benvega@qvestsanitation.com	Accounts Payable	□ c □ u □ b			\$211,547.00
10	Cottonwood County Auditor/Treasurer 900 3rd Avenue Windom MN 56101	Gale Bondhus gale.bondhus@co.cottonwood.mn.us	Accounts Payable	□ c □ u □ b			\$210,059.00
11	Coldpoint Logistics Warehouse LLC 5015 NW Canal Street Riverside MO 64150	Aaron Burks Tel: (913) 208-0818 aburks@northpointkc.com	Accounts Payable	□ c □ u □ b			\$184,122.68
12	First Call Logistics LLC 3608 Industrial Pkwy Birmingham AL 35217	abbi@gofclogistics.com	Accounts Payable	□ c □ u □ b			\$156,847.00
13	Crown Equipment Corporation 44 South Washington Street New Bremen OH 45869	Landon Wallace landon.wallace@crown.com	Accounts Payable	□ c □ u □ b			\$148,340.48
14	Arnold Bros Transport Ltd 739 Lagimodiere Boulevard Winnipeg MB R2J 0T8 Canada	Jeff Arnold jeffa@arnoldbros.com	Accounts Payable	□ c □ u □ b			\$145,845.76
15	Steam Logistics 325 Market St Suite 204 Chattanooga TN 37402	Nicholas Thompson nicholas.thompson@steamlogistics.com	Accounts Payable	□ c □ u □ b			\$137,993.70
16	Gartner Refrigeration 13205 16th Avenue North Minneapolis MN 55441-4566	Ross Olson rosso@gartner-refrig.com	Accounts Payable	□ c □ u □ b			\$127,349.06
17	Allen Lund Company LLC 4529 Angeles Crest Highway La Cañada Flintridge CA 91011	Graham Conrad Graham.Conrad@allenlund.com	Accounts Payable	□ c □ u □ b			\$99,974.00

Debtor TRITEK INTERNATIONAL INC., et al.

Case number (if known) 23-____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim claim is contingent unliquibank loans, professional Indicate if claim is contingent unliquidated, or disputed		Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			services, and government contracts)	uisputeu	Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18	Motion Industries 1605 Alton Road Birmingham AL 35210	Dion Blount dion.blount@motion.com	Accounts Payable	□ c □ u □ b			\$98,345.84
19	Ecolab 1 Ecolab Place Saint Paul MN 55102-2233	Holly Bode Holly.Bode@ecolab.com	Accounts Payable	□ c □ u □ b			\$96,788.40
20	Frontmatec Inc. 51 Rte Morissette Saint-Anselme QC G0R 2N0 Canada	Frederic Guerette fgu@frontmatec.com	Accounts Payable	□ c □ u □ b			\$76,665.98
21	Coyote Logistics LLC 2545 West Diversey Avenue 3rd Floor Chicago IL 60647	Karley Mohler karley.mholer@coyote.com	Accounts Payable	□ c □ u □ b			\$76,536.00
22	Bunzl Processor Division Espresso Way York PA 17406	Mark Figueiredo mfigueiredo@sursealpackaging.com	Accounts Payable	□ c □ u □ b			\$74,582.10
23	Mechanical Systems Inc 1001 Tuckaseegee Road Charlotte NC 28208	Christopher christopher@mechsystemsinc.com	Accounts Payable	□ c □ u □ b			\$74,274.50
24	Stinson Leonard Street 1201 Walnut Street Suite 2900 Kansas City MO 64106	Erin Rouleau erin.rouleau@stinson.com	Accounts Payable	□ c □ u □ b			\$71,449.89
25	Monona County Iron Inc. 105 Sioux St Mapleton IA 51034	Jaclyn Wessel mocoiron@hotmail.com	Accounts Payable	□ c □ u □ b			\$65,230.00
26	Paradis' Inc PO Box 97 Brooks MN 56715	Ryan Paradis ryan@paradisinc.com	Accounts Payable	□ c □ u □ b			\$64,850.00
27	Kirsch Transportation Services Inc 25 Main Place Suite 300 Council Bluffs IA 51503-0790	Lindsay Gappa lindsayg@kirschtrans.com	Accounts Payable	□ c □ u □ b			\$64,480.00

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Debtor TRITEK INTERNATIONAL INC., et al.

Case number (if known) 23-____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliqui- dated, or	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				services, and government	disputed	Total claim, if partially secured	Deduction for value of collateral or setoff
28	G2 Logistics Transport Inc. 944 Henry Ave Winnipeg MB R3E 3L2 Canada	Jom Gershman jon@g2logistics.com	Accounts Payable	□ c □ u □ b			\$63,471.28
29	Scotlynn 1150 Vittoria Road Vittoria ON N0E 1W0 Canada	Marymichael Berg mberg@scotlynn.com	Accounts Payable	□ c □ u □ b			\$60,084.59
30	Flexsol Packaging Corp Dba Isoflex Packa 1531 NW 12th Ave Pompano Beach FL 33069	Joe Burghardt Joe.Burghardt@isoflexpkg.com	Accounts Payable	□ c □ u □ b			\$59,850.00

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:)) Chapter 11
TRITEK INTERNATIONAL INC.) Case No. 23 ()
Debtor.) (Joint Administration Requested)
)

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, Tritek International Inc. hereby provides the following list of holders of equity interests:

Name and Address of Interest Holder	Kind of Interest	Percentage of Interests Held
Skyline International Incorporated	Common Stock	100%
5 Fabas Street, P.P. Box 100		
La Broquerie, MB R0A 0W0		

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
TRITEK INTERNATIONAL INC.) Case No. 23 ()
Debtor.) (Joint Administration Requested)
)

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Tritek International Inc., to the best of its knowledge, information, and belief, states that the following corporate entities/individuals own more than 10% of the Debtor's equity interest:

Name and Address of Interest Holder	Kind of Interest	Percentage of
		Interests Held
Skyline International Incorporated	Common Stock	100%
5 Fabas Street, P.P. Box 100		
La Broquerie, MB R0A 0W0		

Fill in this information to identify the case and this filing:		
Debtor Name Tritek International Inc.		
United States Bankruptcy Court for the:	District of Delaware (State)	
Case number (If known):	_	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

D

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

	Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)		
	Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)		
	Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)		
	Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)		
	Schedule H: Codebtors (Official Form 206H)		
	Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)		
	Amended Schedule		
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20-Largest Unsecured Claims and Are Not Insiders (Official Form 204)			
Other document that requires a declaration List of Equity Security Holders, Statement of Corporate Ownership			
I declare under penalty of perjury that the foregoing is true and correct.			
Fve	04/27/2023	×	
LAG	MM / DD / YYYY	Signature of individual signing on behalf of debtor	
		Grant Lazaruk Printed pame Chief Executive Officer Position or relationship to debtor	

TRITEK INTERNATIONAL INC.

JOINT WRITTEN CONSENT OF SOLE SHAREHOLDER

AND THE BOARD OF DIRECTORS

Dated: As of April 24, 2023

The undersigned, being (i) the sole shareholder (the "Shareholder") of Tritek International Inc., a Delaware corporation (the "Corporation"), and (ii) all the members of the Board of Directors (the "Board of Directors") of the Corporation, do hereby consent and agree to the following recitals and resolutions pursuant to the By-Laws of the Corporation and the Delaware General Corporation Law:

A. BANKRUPTCY CASE

WHEREAS, the Shareholder and the Board of Directors reviewed the materials presented by the management and the financial and legal advisers of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to the Corporation, and the impact of the foregoing on the Corporation's business; and

WHEREAS, the Shareholder and the Board of Directors has had the opportunity to consult with the management and the financial and legal advisers of the Corporation and fully consider each of the strategic alternatives available to the Corporation.

I. <u>Voluntary Petition Under Chapter 11 of Title 11 of the United States Code.</u>

NOW, THEREFORE, BE IT RESOLVED THAT: In the judgment of the Shareholder and the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, equityholders, and other parties in interest, that the Corporation file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code on or before April 27, 2023; and

BE IT FURTHER RESOLVED THAT: Each of Grant Lazaruk, Howard Siemens, and such other officers as may be designated by one of the foregoing individuals (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of the Corporation all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief.

II. Retention of Professionals.

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Katten Muchin Rosenman LLP as general bankruptcy counsel to represent and assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Katten Muchin Rosenman LLP;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Potter Anderson & Corroon LLP as general bankruptcy co-counsel to represent and assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Potter Anderson & Corroon LLP;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of PricewaterhouseCoopers LLP as financial advisor to represent and assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of PricewaterhouseCoopers LLP;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Intrepid Investment Bankers as investment banker to represent and assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Intrepid Investment Bankers;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Donlin Recano & Company, Inc. as administrative, notice and claims agent to represent and assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Donlin Recano & Company, Inc.; and

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under title 11 of the United States Code; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the chapter 11 case and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

III. DIP Financing Agreement.

BE IT FURTHER RESOLVED THAT: The form, terms, and provisions of that certain DIP Financing and Release Agreement (the "**DIP Financing Agreement**") by and among the

Corporation and certain of its co-debtor affiliates, each as debtors and debtors-in-possession in cases pending under chapter 11 of the Bankruptcy Code, on the one hand, and CPF Canada Holdings Corp., a Canadian corporation, and Itochu Corporation, a Japanese corporation (together, the "DIP Lenders"), on the other hand, and the Corporation's performance of its obligations under the DIP Financing Agreement and any interim or final order entered in the Corporation's chapter 11 case be (any such order, a "DIP Order"), be and hereby are, in all respects, approved; and further resolved that the form, terms and provisions of the documents ancillary to the DIP Financing Agreement (together with the DIP Financing Agreement, the "DIP Loan Documents"), are hereby in all respects approved, and the Authorized Officers, acting alone or with one or more Authorized Officers be, and hereby is, authorized and empowered to execute and deliver the DIP Financing Agreement, and each of the other DIP Loan Documents, in the name and on behalf of the Corporation under its corporate seal or otherwise, substantially in the forms reviewed by one or more Authorized Officers, with such changes therein and modifications and amendments thereto as any Authorized Officer or Officers may in his, her, or their sole discretion approve, which approval shall be conclusively evidenced by his, her, or their execution thereof:

BE IT FURTHER RESOLVED THAT: In the judgment of the Board of Directors, it is in the best interest of the Corporation, its equityholders, and its creditors and in pursuit of its corporate purposes as an integral part of the business conducted and proposed to be conducted by the Corporation and its debtor affiliates to make the agreements provided for in the DIP Financing Agreement and the other DIP Loan Documents, and that doing so is necessary and convenient (i) in connection with the business conducted and proposed to be conducted by the Corporation and (ii) to induce the DIP Lenders to enter into the DIP Financing Agreement and the other DIP Loan Documents and to extend credit thereunder;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the DIP Loan Documents, to arrange for and enter into supplemental agreements, amendments, instruments, certificates, or documents relating to the transactions contemplated by the DIP Loan Documents, and to execute and deliver all such supplemental agreements, amendments, instruments, certificates, or documents in the name and on behalf of the Corporation under its corporate

seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the DIP Loan Documents and the transactions contemplated therein; and to carry out fully the intent of the foregoing resolutions;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Loan Documents which shall in their sole judgment be necessary, proper or advisable; and

BE IT FURTHER RESOLVED THAT: All acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the DIP Loan Documents be, and hereby are, in all respects confirmed, approved, and ratified.

B. FURTHER ACTIONS AND PRIOR ACTIONS

BE IT RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered for, in the name of and on behalf of the Corporation to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

BE IT RESOLVED THAT: All acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder of the Corporation, has executed and delivered this Joint Written Consent in lieu of meeting as of the date first written above.

Skyline International Inc.

Grant Lazaruk

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of the Corporation, have executed and delivered this Joint Written Consent in lieu of meeting as of the date first written above.

Grant Lazaruk

Director

Howard Siemens

Director

Guy Baudry Director